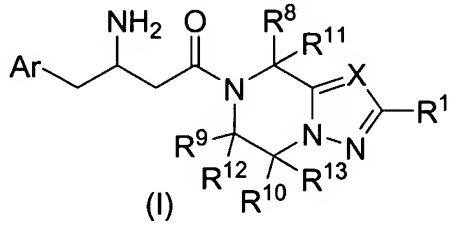
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

1. (amended) A compound of the formula I:



(I)

or a pharmaceutically acceptable salt thereof; wherein

each n is independently 0, 1, or 2;

X is N ~~or CR2~~;

Ar is phenyl substituted with one to five R^3 substituents;

R^1 and R^2 are each independently selected from the group consisting of

hydrogen,

halogen,

cyano,

C_{1-10} alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens,

C_{1-10} alkoxy, wherein alkoxy is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy,

C_{1-10} alkylthio, wherein alkylthio is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy,

C_{2-10} alkenyl, wherein alkenyl is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy,

$(CH_2)_nCOOH$,

$(CH_2)_nCOOC_{1-6}$ alkyl,

$(CH_2)_nCONR^4R^5$, wherein R^4 and R^5 are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, $(CH_2)_n$-phenyl, $(CH_2)_n$-C_{3-6} cycloalkyl, and C_{1-6} alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

or R^4 and R^5 together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

$(CH_2)_n$-NR^4R^5,

$(CH_2)_n$-$OCONR^4R^5$,

$(CH_2)_n$-$SO_2NR^4R^5$,

$(CH_2)_n$-SO_2R^6,

$(CH_2)_n$-$NR^7SO_2R^6$,

$(CH_2)_n$-$NR^7CONR^4R^5$,

$(CH_2)_n$-NR^7COR^7,

$(CH_2)_n$-$NR^7CO_2R^6$,

$(CH_2)_n$-COR^6,

$(CH_2)_n$-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, CN, hydroxy, $NR^7SO_2R^6$, SO_2R^6, CO_2H, C_{1-6} alkyloxycarbonyl, C_{1-6} alkyl and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five substituents independently selected from halogen, CO_2H, and C_{1-6} alkyloxycarbonyl,

$(CH_2)_n$-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C_{1-6} alkyl,

and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-C_{3-6} cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH_2) carbon atom in R^1 or R^2 is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl unsubstituted or substituted with one to five halogens;

each R^3 is independently selected from the group consisting of

hydrogen,

halogen,

cyano,

hydroxy,

C_{1-6} alkyl, unsubstituted or substituted with one to five halogens, and

C_{1-6} alkoxy, unsubstituted or substituted with one to five halogens;

R^6 is independently selected from the group consisting of tetrazolyl, thiazolyl, $(CH_2)_n$-phenyl, $(CH_2)_n$-C_{3-6} cycloalkyl, and C_{1-6} alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and wherein any methylene (CH_2) carbon atom in R^6 is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, C_{1-4} alkyl, and C_{1-4} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

each R^7 is hydrogen or R^6;

R^8, R^9, R^{10}, R^{11}, R^{12}, and R^{13} are each independently selected from the group consisting of:

hydrogen,

cyano,

$(CH_2)_nCOOH$,

$(CH_2)_nCOOC_{1-6}$ alkyl, wherein alkyl is unsubstituted or substituted with one to three substituents independently selected from halogen and phenyl,

C_{1-10} alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkoxy, carboxy, C_{1-6} alkyloxycarbonyl, and phenyl-C_{1-3} alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

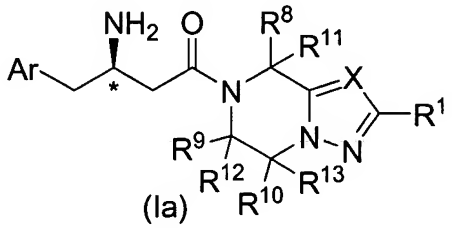
$(CH_2)_n$-C_{3-6} cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_nCONR^4R^5$, wherein R^4 and R^5 are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, $(CH_2)_n$-phenyl, $(CH_2)_n$-C_{3-6} cycloalkyl, and C_{1-6} alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

or wherein R^4 and R^5 together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH_2) carbon atom in R^8, R^9, R^{10}, R^{11}, R^{12}, or R^{13} is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl unsubstituted or substituted with one to five halogens.

2. (original) The compound of Claim 1 of the formula Ia:

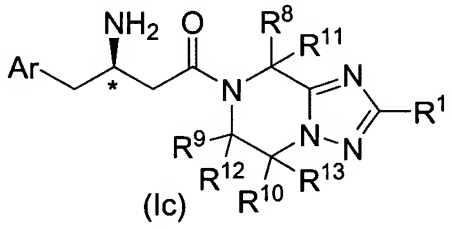


(Ia)

wherein the carbon atom marked with an * has the *R* configuration and Ar, X, R^1, R^8, R^9, R^{10}, R^{11}, R^{12}, and R^{13} are as defined in Claim 1.

3. (cancelled)

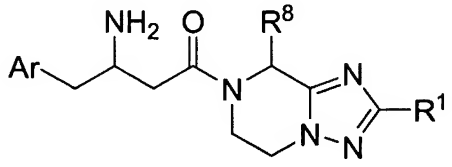
4. (amended) The compound of Claim 2 ~~3~~ of the formula Ic:



(Ic)

wherein the carbon atom marked with an * has the *R* configuration and Ar, R^1, R^8, R^9, R^{10}, R^{11}, R^{12}, and R^{13} are as defined in Claim 1.

5. (amended) The compound of Claim 2 ~~3~~ of the formula Id:



(Id)

wherein Ar, R^1, and R^8 are as defined in Claim 1.

6-8. (cancelled)

9. (original) The compound of Claim 1 wherein R^3 is selected from the group consisting of hydrogen, fluoro, chloro, bromo, trifluoromethyl, and methyl.

10. (original) The compound of Claim 9 wherein R^3 is selected from the group consisting of hydrogen, fluoro, and chloro.

11. (original) The compound of Claim 10 wherein R^3 is hydrogen or fluoro.

12. (original) The compound of Claim 1 wherein R^1 is selected from the group consisting of:

hydrogen,

C_{1-6} alkyl, wherein alkyl is unsubstituted or substituted with one to five fluorines,

$(CH_2)_n$-phenyl wherein phenyl is unsubstituted or substituted with one to five substituents independently selected from hydroxy, halogen, C_{1-6} alkyl, C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

C_{3-6} cycloalkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH_2) carbon atom in R^1 is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl unsubstituted or substituted with one to five halogens.

13. (original) The compound of Claim 12 wherein R^1 is selected from the group consisting of

hydrogen,

methyl,

ethyl,

difluoromethyl,

trifluoromethyl,

CH_2CF_3,

CF_2CF_3,

phenyl, and
cyclopropyl.

14. (original) The compound of Claim 13 wherein R^1 is selected from the group consisting of hydrogen, difluoromethyl, trifluoromethyl, phenyl, and cyclopropyl.

15. (original) The compound of Claim 1 wherein R^2 is selected from the group consisting of

hydrogen,
C_{1-6} alkyl, unsubstituted or substituted with one to five fluorines,
phenyl, unsubstituted or substituted with one to three substituents independently selected from fluoro, chloro, trifluoromethyl, methoxy, and OCF_3, and
C_{3-6} cycloalkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens.

16. (original) The compound of Claim 15 wherein R^2 is selected from the group consisting of hydrogen, trifluoromethyl, phenyl, and cyclopropyl.

17. (original) The compound of Claim 16 wherein R^2 is hydrogen or trifluoromethyl.

18. (original) The compound of Claim 1 wherein R^{11}, R^{12}, and R^{13} are each hydrogen and R^8, R^9, and R^{10} are each independently selected from the group consisting of:

hydrogen,
C_{1-6} alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkoxy, and phenyl-C_{1-3} alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,
$(CH_2)_nCOOH$,
$(CH_2)_nCOOC_{1-6}$ alkyl, wherein alkyl is unsubstituted or substituted with one to three substituents independently selected from halogen and phenyl,
$(CH_2)_nCONR^4R^5$, wherein R^4 and R^5 are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, $(CH_2)_n$-phenyl, $(CH_2)_n$-C_{3-6} cycloalkyl, and C_{1-6} alkyl, wherein alkyl is unsubstituted or substituted with one

to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

or wherein R^4 and R^5 together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-phenyl, wherein phenyl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-C_{3-6} cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are optionally substituted with one to five halogens; and

wherein any methylene (CH_2) carbon atom in R^8, R^9 or R^{10} is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl unsubstituted or substituted with one to five halogens.

19. (original) The compound of Claim 18 wherein R^8, R^9, and R^{10} are each independently selected from the group consisting of:

hydrogen,

C_{1-3} alkyl, unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C_{1-6} alkoxy, and phenyl-C_{1-3} alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

$(CH_2)_nCOOH$,

$(CH_2)_nCOOC_{1-6}$ alkyl, wherein alkyl is unsubstituted or phenyl,

$(CH_2)_nCONR^4R^5$, wherein R^4 and R^5 are independently selected from the group consisting of hydrogen and C_{1-6} alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens;

or wherein R^4 and R^5 together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-phenyl, wherein phenyl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are optionally substituted with one to five halogens,

$(CH_2)_n$-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C_{1-6} alkyl, and C_{1-6} alkoxy, wherein alkyl and alkoxy are optionally substituted with one to five halogens,

$(CH_2)_n$-C_{3-6} cyclopropyl; and

wherein any methylene (CH_2) carbon atom in R^8, R^9 or R^{10} is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl unsubstituted or substituted with one to five halogens.

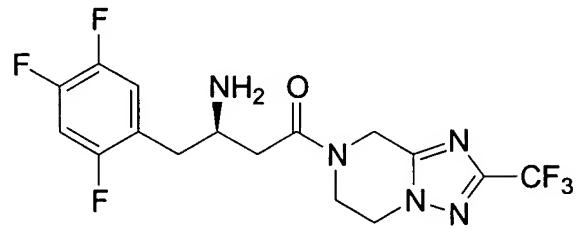
20. (original) The compound of Claim 19 wherein R^8, R^9, and R^{10} are each independently selected from the group consisting of:

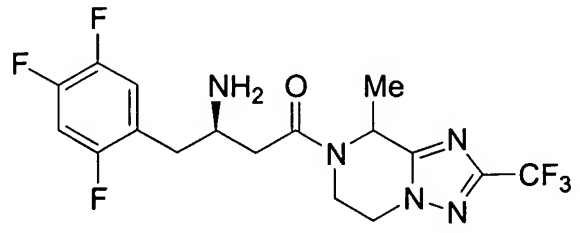
hydrogen,

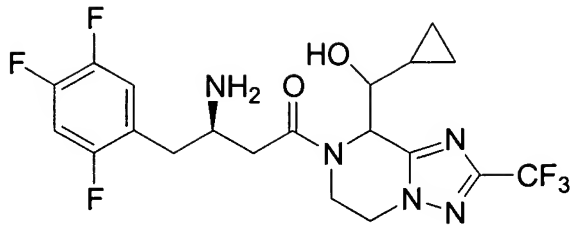
CH_3,
CH_2CH_3,
CH_2-cyclopropyl,
CHF-cyclopropyl,
CH(OH)-cyclopropyl,
CH_2OCH_2Ph,
CH_2(4-F-Ph),
CH_2(4-CF_3-Ph),
CH_2-[1,2,4]triazol-4-yl,
CH_2-(imidazol-1-yl),
CH_2-(pyrazol-1-yl),
CH_2-$COOCH_2Ph$,
CH_2-COOH,
CH_2-$CONMe_2$, and
CH_2OCH_3.

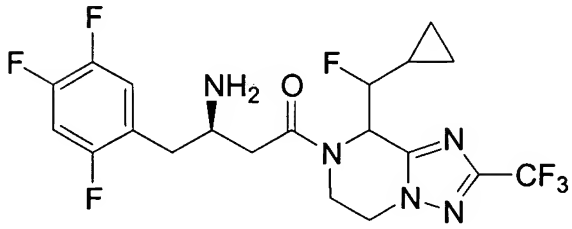
21. (original) The compound of Claim 20 wherein R^9 and R^{10} are each independently hydrogen or methyl.

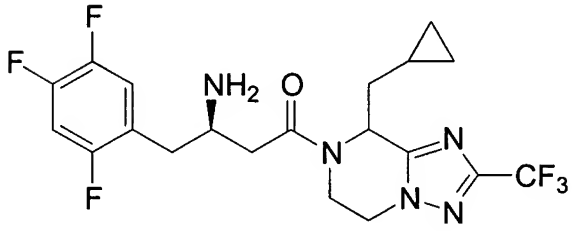
22. (amended) The compound of Claim 4 which is selected from the group consisting of:

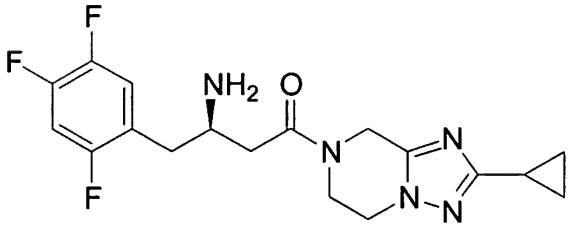


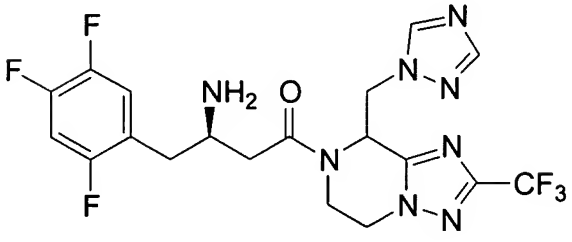


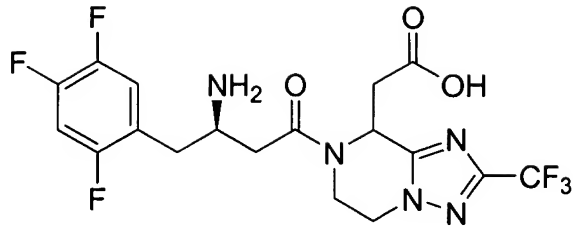


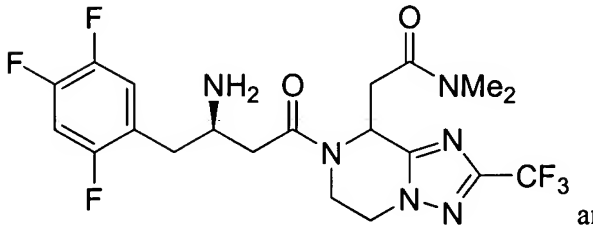




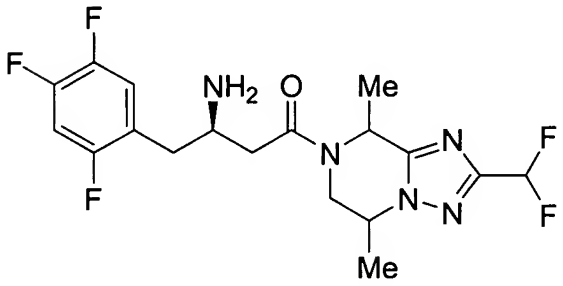






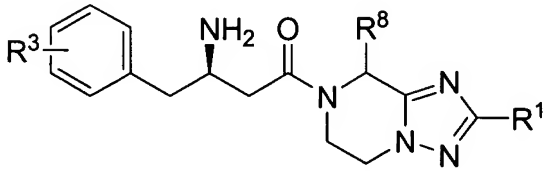


and



wherein Me represents a methyl radical;
or a pharmaceutically acceptable salt thereof.

23. (amended) The compound of Claim 4 of the structural formula selected from the group consisting of:



R^3	R^8	R^1
2-F,5-F	H	CF_3

2-F,4-F,5-F	CH_2(4-CF_3-Ph)	CF_3
2-F,4-F,5-F	CH_2(4-F-Ph)	CF_3
3-F,4-F	CH_2(4-F-Ph)	CF_3
3-F,4-F	CHOH(~~ePr~~ cyclopropyl)	CF_3
2-F,4-F,5-F	H	CF_3
2-F,4-F,5-F	CH_2OCH_2Ph	CF_3
3-F,4-F	CH_2(1,2,4-triazol-1-yl)	CF_3
2-F,4-F,5-F	CH_2(imidazol-1-yl)	CF_3
2-F,4-F,5-F	CH_2(pyrazol-1-yl)	CF_3
2-F,5-F	Me	CF_3
2-F,4-F,5-F	$CH_2CO_2CH_2Ph$	CF_3
2-F,4-F,5-F	H	CHF_2
2-F,4-F,5-F	Me	CHF_2
2-F,4-F,5-F	CH_2OMe	CF_3

wherein Me represents a methyl radical;
or a pharmaceutically acceptable salt thereof.

24. (original) A pharmaceutical composition which comprises a compound of Claim 1 and a pharmaceutically acceptable carrier.

25-26. (cancelled)

27. (original) A method for treating or controlling non-insulin dependent (Type 2) diabetes in a mammal in need thereof which comprises the administration to the mammal of a therapeutically effective amount of a compound of Claim 1.

28-31. (cancelled)

32. (amended) The pharmaceutical composition of Claim 24 further comprising one or more additional active ingredients selected from the group consisting of:

(a) a second dipeptidyl peptidase IV inhibitor;

(b) an insulin sensitizer selected from the group consisting of a PPARγ agonist, a PPARα/γ dual agonist, a PPARα agonist, a biguanide, and a protein tyrosine phosphatase-1B inhibitor;

(c) an insulin or insulin mimetic;

(d) a sulfonylurea or other insulin secretagogue;

(e) an α-glucosidase inhibitor;

(f) a glucagon receptor antagonist;

(g) GLP-1, a GLP-1 mimetic, or a GLP-1 receptor agonist;

~~(h) GIP, a GIP mimetic, or a GIP receptor agonist;~~

(h~~i~~) PACAP, a PACAP mimetic, or a PACAP receptor agonist;

(i~~j~~) a cholesterol lowering agent ~~such as~~ selected from the group consisting of (i) HMG-CoA reductase inhibitor, (ii) sequestrant, (iii) nicotinyl alcohol, nicotinic acid or a salt thereof, (iv) PPARα agonist, (v) PPARα/γ dual agonist, (vi) inhibitor of cholesterol absorption, (vii) acyl CoA:cholesterol acyltransferase inhibitor, and (viii) anti-oxidant;

(j~~k~~) a PPARδ agonist;

(k~~l~~) an antiobesity compound;

(l~~m~~) an ileal bile acid transporter inhibitor; and

(m~~n~~) an anti-inflammatory agent.

33- 34. (cancelled)